

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Richmond Division**

In Re:	)	
CIRCUIT CITY STORES, INC., et al.,	)	Chapter 11
	)	
Debtors.	)	Case No. 08-35653 (KRH)
	)	
	)	Jointly Administered
	)	

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**RESPONSE TO DEBTORS' TWELFTH OMNIBUS  
OBJECTION TO QUALIFIED PENSION PLAN CLAIMS AND 401(K) CLAIMS**

COMES NOW Rebecca Hylton DeCamps, Christopher E. Borglin, Hilton E. Epps, Jr., Phyllis M. Pearson and Paul Schappman (collectively, the "Claimants"), by the undersigned counsel, and for their response to *Debtor's Twelfth Omnibus Objection to Qualified Pension Plan Claims and 401(k) Claims* ("Objection"), and state as follows:

1. Claimants were previous employees of Circuit City Stores, Inc., and during their employment became vested in the Qualified Employee Pension Plan, and/or a 401(k) plan.
2. Each claimant filed a Proof of Claim relative to their benefits under the Qualified Employee Pension Plan and/or 401(k) plan, and Debtor seeks to expunge each claim in the Objection.
3. The Claimants are informed and believe that they have vested benefits in and from the Retirement Plan of Circuit City Stores, Inc., and/or a 401(k) plan.

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4. The Claimants are informed and believe that the Pension Benefit Guaranty Corporation (the "PBGC") assumed responsibility for the Qualified Employee Pension Plan on or about May 26, 2009. However, on information and belief, it is not known at this time whether the pension plan was fully and/or adequately funded by Debtor. As such, it's not known at this time if the PBGC will pay 100% of the benefits earned by each respective Claimant. Based thereon, Claimants object to disallowance and/or expungement of their claims in full at this time. Rather, Claimants should be allowed to have a pension plan claim pending until such time as the PBGC determines how much will be paid by the PBGC on each pension claim, at which time, the Debtor's liability for any shortfall can be determined.

5. Additionally, this response is to preserve and maintain any and all rights in and to the Claimants' vested pension benefits, notwithstanding Debtors' Objection. Specifically, the Claimants request that any Order issued by the Court in this matter sustaining the *Debtor's Twelfth Omnibus Objection to Qualified Pension Plan Claims and 401(k) Claims* clearly reflect that:

- a. the qualified pension plan assets and the 401(k) plan assets are held by trust funds which are separate legal entities distinct from the Debtors;
- b. the qualified pension plan assets and the 401(k) plan assets are not part of the Debtors' estates; and
- c. a disallowance of pension plan and/or 401(k) plan claims in this case is not intended, and shall not be deemed, a release, modification, or waiver of Claimants' rights in and to their vested benefits under the Retirement Plan of Circuit City Stores, Inc., and/or 401 (k) Plan; and a disallowance shall in no way affect Claimants' rights in and to said benefits.

d. the claims will not be disallowed as same pertain to any potential deficiency of the funding of the pension plan, and Debtor's liability to Claimants for same.

**WHEREFORE**, Claimants respectfully request the Court deny the Objection for the reasons stated herein, and for such other and further relief as is just and proper.

**Dated: July 16, 2009**

**Respectfully submitted,**

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 16th day of July, 2009, a true and accurate copy of the foregoing was electronically filed with the Clerk of the Court for the Eastern District of Virginia, Richmond Division, using the CM/ECF system, which thereby caused the above to be served electronically on all registered users of the ECF system that have filed notices of appearance in this matter, and mailed, postage prepaid to the following:

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